

MINUTES OF THE MEETING OF THE
UNIFORM COMMERCIAL CODE COMMITTEE
OF THE STATE BAR OF CALIFORNIA

July 11, 2005
(4:00 p.m. to 6:30 p.m.)
Offices of Bingham McCutchen LLP at
355 South Grand Avenue, Suite 4400, Los Angeles, California

The July 11, 2005 meeting of the Uniform Commercial Code Committee (the "Committee") was called to order at approximately 4:00 p.m. with Sandra Shippey and Vasco Morais presiding.

A. ADMINISTRATIVE MATTERS

1. Roll Call. Vasco Morais took attendance at the meeting.
2. Appointment of Temporary Secretary. Sandra Shippey was appointed as secretary to take the minutes of this meeting only. The position of Committee Secretary is still open.
3. Future Meeting Dates/Locations. The Committee discussed the next three meetings:
 - (a) August meeting – video conference in offices of Pillsbury Winthrop, LLP (SF, LA, PA, and SD); Tuesday, August 9th, 9:30am.
 - (b) September meeting – video conference in offices of Pillsbury Winthrop, LLP (SF, LA, PA, and SD); Proposed Date: Tuesday, September 20, 9:30am. [Vasco to confirm availability of conference facilities.]
 - (c) October meeting – video conference in offices of Pillsbury Winthrop, LLP (SF, LA, PA, and SD); Tuesday, October 11th, 9:30am.
4. Open Committee Positions. Sandy Shippey reported that the Committee currently has 24 members plus Harry Sigman, the perpetual member, and is authorized 27 members plus Harry Sigman. Sandy Shippey reported that she just received this morning an application from Margreta Sundelein who will be discussed at the August 9, 2005 Committee meeting. The Committee still accepting applications to fill the 3 current vacancies.

B. COMMITTEE WORK

1. Deposit Account Control Agreements. Several members of the Committee attended the meeting of the ABA Joint Task Force on Deposit Account Control Agreements. They reported to the Committee the various discussions from that meeting regarding the Committee's latest comment memorandum regarding the latest draft of the Model Deposit Account Control Agreement prepared by the ABA Joint Task Force.
2. Uniform Certificate of Title Act. The Committee discussed the draft Fourth Memorandum from the Committee to the NCCUSL UCOTA Drafting Committee. Konrad Schreier and Vasco Morais will work with the subcommittee to finalize the Fourth Memorandum based upon comments presented by the Committee members.

3. Hidden Liens. The Committee discussed the Hidden Lien Analyses Compendium submitted by various members of the Hidden Liens subcommittee and others. Jean LeBlanc suggested that it might be more readable in a table format and he volunteered to set it up as a table and forward it to Bob Anderson. Bob Anderson will prepare a new list of assignments for subcommittee and Committee members to research additional hidden liens.

4. ALP to Code of Civil Procedure Section 697.070 Proposed by Insolvency Committee. Jim Hayes and Paul Barkes reported to the Committee with respect to their conference call with the Insolvency Law Committee regarding the procedures for reviewing and making comments to proposed ILC ALP 697.070 and how the process may be more efficient for future ALP's proposed by other Committees of the Business Law Section.

5. Electronic Filing System. Vasco Morais reported that the on state survey for electronic filing systems is proceeding but is not yet finalized. Kathleen Vasquez did not call in to the meeting and Vasco reported that she may no longer work in the UCC area of the Secretary of State's office.

C. OTHER SUBCOMMITTEE REPORTS:

1. Opinion Report: Vasco Morais reported that the Committee's Report on Opinions in Personal Property Secured Transactions is finalized and has been posted to the Business Law Section's website for comment. It has also been sent via e-blast to the Business Law Section constituency list requesting comments. Sandy Shippey reported that no comments had been received as of a few days ago according to Peter Szurley, the one who is to receive any comments.

2. Foreign Centralized Filing: Arnold Rosenberg reported that he has approximately 62 pages drafted of the report regarding foreign centralized filing systems. He discussed several open issues that will need to be reviewed in the report as the Committee makes its determination as to whether a country's filing system meets the requirements of California Commercial Code, § 9307, subdivision (c) including (i) the existence of a centralized filing system in the country's law v. the reality of how that system works and its reliability, (ii) the Canadian loop, (iii) issues in certain Asian countries where a centralized filing system is available, but only certain individuals/entities can make filings and obtain information from the system, (iv) some filing systems are otherwise centralized, but only allow filings against certain types of collateral, (v) the "lost in translation issue," (vi) the "floating charge" issue for England and most British Commonwealth countries, and (vii) the issues in France where a lender can have a lien on everything, but not on separate items of collateral.

3. Tribal Article 9. Jim Hayes reported that Tribal Article 9 is finalized and it will be presented at the ABA/UCC Committee meeting this summer. The subcommittee plans to prepare an article regarding Tribal Article 9 for the Business Law News.

4. Legislative Tracking. Hugh Lawrence reported that of the flood of "hits" in the searches, the subcommittee has yet to find a piece of legislation of interest to the Committee.

5. Publications and Programs. Konrad Schreier reported that the Committee has met its publication requirements for the year, but noted that next year is fast approaching. He requested that anyone who has an article for publication provide him with information about such article. Paul Barkes reported that he, Jan Kosel and Barry Graynor are preparing for the upcoming presentation at the State Bar of California Annual Meeting in September. The Committee discussed various topics that might be used for e-blasts to the Committee's constituency including Tribal Article 9 and foreign judgments.

6. Website Development and E-Communications. Jean LeBlanc reported that all of the Committee minutes except the most recent minutes were posted to the Committee's website. Vasco indicated he would follow up with Michael Mullen, the State Bar webmaster, to make sure that the exposure draft of the Committee's Report regarding Legal Opinions was removed from the website at the end of the 30 day posting period for comments.

The meeting was adjourned at approximately 6:30 p.m.

Attendance:

Sandra L. Shippey	Present
Vasco H. Morais	Present
R. Paul Barkes	Present
Harry C. Sigman	Present
Robert B. Anderson	Present
Ed Christian	Present
James S. Cochran	Present
Barry A. Dubin	Present
Francis X. Ferrer	Absent
Barry A. Graynor	Absent
James A. Hayes, Jr.	Present
Janice E. Kosel	Absent
Doug Krause	Absent
Hugh Lawrence	Present
Lary Lawrence	Absent
Jean LeBlanc	Present
Arnold Rosenberg	Present
Kathleen Rothman	Absent
Brenda H. Ruttenberg	Present
Alfred Sanchez, Jr.	Absent
Konrad F. Schreier III, Esq.	Present
Robert V. Slattery, Jr.	Absent
Audrey L. Sung	Absent
David W. Thill	Absent